

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Re: Docket Nos. 47 & 168

**NOTICE OF FILING OF (I) REVISED ASSET PURCHASE AGREEMENT;
(II) BLACKLINE; (III) TRANSITION SERVICES AGREEMENT; AND
(IV) MASTER SERVICES AGREEMENT**

PLEASE TAKE NOTICE that, on December 7, 2022, the above-captioned affiliated debtors and debtors in possession (collectively, the “Debtors”), filed the *Debtors’ Motion for Entry of (A) an Order (I) Approving Bidding Procedures in Connection with the Sale of the Debtors’ Assets and Related Bid Protections, (II) Approving Form and Manner of Notice, (III) Scheduling Auction and Sale Hearing, (IV) Authorizing Procedures Governing Assumption and Assignment of Certain Contracts and Unexpired Leases, and (V) Granting Related Relief; and (B) an Order (I) Approving Purchase Agreements, and (II) Authorizing a Sale Free and Clear of All Liens, Claims, Encumbrances, and Other Interests* [Docket No. 47] (the “Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that On January 12, 2023, the Debtors filed the *Notice of Filing of Proposed Sale Order* [Docket No. 168], which included a proposed form of order approving the Sale to the Stalking Horse Bidder (the “Proposed Sale Order”) annexed thereto

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

² Capitalized terms used but not defined herein shall have the meaning given to such terms in the Motion.

as Exhibit 1. The *Amended and Restated Asset Purchase Agreement* (the “APA”) entered into by the Stalking Horse Bidder and the Debtors was annexed as Exhibit A to the Proposed Sale Order.

PLEASE TAKE FURTHER NOTICE that, the Debtors have since revised the APA, attached hereto as **Exhibit 1** (the “Revised APA”), to reflect the comments of various interested parties. A blackline reflecting changes between the APA and the Revised APA is attached hereto as **Exhibit 2**.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to section 8.8 of the Revised APA, the Debtors and the Stalking Horse Bidder have negotiated in good faith a transition services agreement (the “TSA”), a copy of which is attached hereto as **Exhibit 3** and a related master services agreement (the “MSA”), a copy of which is attached hereto as **Exhibit 4**.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to present the Revised APA, TSA, and MSA (collectively, the “Sale Documents”) for approval at the Sale Hearing to be held **on January 17, 2023 at 2:00 p.m. (ET)** at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge for the District of Delaware. The Debtors reserve all rights to modify the Sale Documents at or prior to the Sale Hearing.

[Signature page follows]

Dated: January 17, 2023
Wilmington, Delaware

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